

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF IOWA**

In re:)	
)	Chapter 11
MERCY HOSPITAL, IOWA CITY, IOWA, <i>et al.</i> ,)	
)	Case No. 23-00623 (TJC)
Debtors.)	
)	Jointly Administered
)	
)	

**[PROPOSED] ORDER (I) EXPANDING THE SCOPE OF EMPLOYMENT AND
RETENTION OF H2C SECURITIES, INC. AS INVESTMENT BANKER TO THE
DEBTORS AND DEBTORS-IN-POSSESSION, (II) APPROVING THE TERMS
OF THE AMENDMENT TO THE H2C ENGAGEMENT LETTER, AND
(III) GRANTING RELATED RELIEF**

Upon the amended application (the “Amended Application”)¹ of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) for entry of an order (this “Order”), pursuant to Bankruptcy Code sections 327(a) and 328(a) and Bankruptcy Rule 2014 expanding the scope of employment and retention of H2C Securities, Inc. (“H2C”) as investment banker to the Debtors to include authorizing H2C to provide the JV Services to the Debtors on the terms set forth in the Amended Engagement Letter and granting related relief, all as more fully set forth in the Amended Application and the *Supplemental Declaration of C. Richard Bayman in Support of Expanded Scope of Retention of H2C Securities, Inc.* (the “Supplemental Bayman Declaration”) filed in support of the same; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Public Administrative Order* referring bankruptcy cases entered by the United States District Court for the Northern District of Iowa; and this Court being able to enter a final order consistent with Article III of the United States Constitution; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and this Court having

¹ Capitalized terms used but not defined herein have the meanings given to such terms in the Amended Application.

found that venue of this proceeding and the Amended Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Amended Application is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Amended Application and opportunity for a hearing on the Amended Application were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Amended Application; and this Court having determined that the legal and factual bases set forth in the Amended Application establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Amended Application is approved as set forth in this Order.
2. In accordance with Bankruptcy Code sections 327(a) and 328(a) and Bankruptcy Rule 2014(a), the Debtors are authorized to employ and retain H2C to perform the JV Services related to the Joint Ventures in accordance with the terms and conditions set forth in the Amended Engagement Letter.
3. The Amended Engagement Letter, together with all attachments thereto and all compensation set forth therein, including, without limitation, the Initial Fee, the Success Fees, and the Monthly Fee are approved pursuant to Bankruptcy Code section 328(a).
4. The Debtors are hereby authorized to immediately pay the Initial Fee.
5. Except to the extent specifically modified herein, the terms of the H2C Retention Order shall continue to govern the Debtors' employment of H2C including, but not limited to, the Debtors' indemnification of H2C, H2C's limited timekeeping requirements in these Chapter 11

Cases, and H2C's process for seeking compensation and expense reimbursement from the Debtors with respect to the JV Services (in accordance with the JV Fee Structure).

6. None of the fees payable to H2C under the Amended Engagement Letter shall constitute a "bonus" or fee enhancement under applicable law.

7. No agreement or understanding exists between H2C and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with these cases, nor shall H2C share or agree to share compensation received for services rendered in connection with these cases with any other person other than as permitted by Bankruptcy Code section 504.

8. To the extent that there may be any inconsistency between the terms of the Amended Application, the Supplemental Bayman Declaration, the Amended Engagement Letter, and this Order, the terms of this Order shall govern.

9. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

10. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Amended Application.

11. Notwithstanding anything to the contrary in the Amended Engagement Letter, this Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated and entered this ____ day of _____, 2024.

Honorable Thad J. Collins, Chief Judge

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